

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

: Chapter 11

: Case No. 01-01139 (JKF)

: (Jointly Administered)

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**ORDER GRANTING THIRD QUARTERLY INTERIM APPLICATION OF
THE BLACKSTONE GROUP L.P.**

**FOR COMPENSATION AND FOR REIMBURSEMENT OF
EXPENSES FOR OCTOBER 1, 2001 THROUGH DECEMBER 31, 2001**

The Blackstone Group L.P. ("Blackstone"), as financial advisor to the captioned debtors and debtors-in-possession (the "Debtors"), filed a third quarterly interim application for allowance of compensation and reimbursement of expenses for October 1, 2001 through December 31, 2001 (the "Third Quarterly Interim Application"). The Court has reviewed the Third Quarterly Interim Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Third Quarterly Interim Application, and any hearing on the Third Quarterly Interim Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Third Quarterly Interim Application. Accordingly, it is hereby

ORDERED that the Third Quarterly Interim Application is GRANTED, on an interim basis. The Debtors shall pay to Blackstone the sum of \$525,000.00 as compensation and \$14,653.41 as reimbursement of expenses, for a total of \$539,653.41 for services rendered and disbursements incurred by Blackstone for the period October 1, 2001, through December 31, 2001.

Dated: _____

The Honorable Judith K. Fitzgerald
United States District Judge